



**BOULT • CUMMINGS
CONNERS • BERRY PLC**

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Henry Walker
(615) 252-2363
Fax (615) 252-6363
Email hwaiker@boultcummings.com

November 2, 2004

T.R.A. DOCKET ROOM

Mr. Aster Adams, Chief
Competitive Markets & Policy Division
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, Tennessee 37243

Re: *Joint Application of GE Business Productivity Solutions, Inc and Business Productivity Solutions, Inc for Expedited Approval of (i) the Transfer of Assets, Including the Customer Base, of GE Business Productivity Solutions, Inc to Business Productivity Solutions, Inc , (ii) the Transfer of GE Business Productivity Solutions, Inc 's Operating Authority in Tennessee to Business Productivity Solutions, Inc and (iii) GE Business Productivity Solutions, Inc 's Discontinuance of Service in Tennessee*
Docket No. 04-00370


Dear Aster:

Enclosed: please find the original and fourteen (14) copies of the Supplemental Filing of GE Business Productivity Solutions, Inc. ("GEBPS") and Business Productivity Solutions, Inc. ("BPS") The supplemental filing includes documents from the Tennessee Secretary of State and the Minnesota Secretary of State, filed on behalf of BPS, as well as a list of BPS's officers and directors. The supplemental filing also includes the customer notification letter that will be sent to GEBPS residential customers; customers who are more familiar with GEBPS's d/b/a name: GE Capital Communication Services¹

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By. 
Henry Walker

¹ The customer notification letter that will be sent to business customers was submitted as Exhibit C to the Petition filed on October 21, 2004

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 10/28/04

REQUEST NUMBER: 5267-1024

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 10/27/04 1203

EFFECTIVE DATE/TIME: 10/27/04 1203

CONTROL NUMBER: 0480242

TO:
CSC
2711 CENTERVILLE RD.
STE 400
WILMINGTON, DE 19808

RE:
BUSINESS PRODUCTIVITY SOLUTIONS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 10/28/04

FROM:
CSC (2711 CENTERVILLE RD)
2711 CENTERVILLE RD.
SUITE 400
WILMINGTON, DE 19808-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00003602576
ACCOUNT NUMBER: 00250881

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

RECEIVED
STATE OF TENNESSEE
For Office Use Only
2004 OCT 27 PM 12:03
FILED
RILEY DANIEL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1 The name of the corporation is Business Productivity Solutions, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2 The state or country under whose law it is incorporated is Minnesota

3 The date of its incorporation is October 07, 2004 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4 The complete street address (including zip code) of its principal office is c/o J. Jeffery Oxley
730 Second Avenue South, Minneapolis, MN 55402

Street City State/Country Zip Code

5 The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

2908 Poston Avenue, Nashville, TN

37203

Street City State/Country Zip Code

Registered Agent Corporation Service Company

6 The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary)
See attached officers/directors rider

7 The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary) _____

See attached officers/directors rider

8 If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9 The corporation is a corporation for profit.

10 If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

October 20, 2004

Signature Date

Vice President

Signer's Capacity

Business Productivity Solutions, Inc.

Name of Corporation

[Signature]
Signature

Michael A. Donahue

Name (typed or printed)

OFFICERS/DIRECTORS RIDER

TN-Application for Certificate of Authority

Business Productivity Solutions, Inc

List of Officers

Name: Richard A. Smith **Title:** President

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: J. Jeffery Oxley **Title:** Secretary

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Michael A. Donahue **Title:** VP & Treasurer

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Clifford D. Williams **Title:** Chief Executive Officer

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Geoffrey M. Boyd **Title:** Chief Financial Officer

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Dennis D. Ahlers **Title:** Asst. Secretary

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

List of Directors

Name: Clifford D. Williams **Term:** Oct 07, 2005

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Richard A. Smith **Term:** Oct 07, 2005

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Geoffrey M. Boyd **Term:** Oct 07, 2005

Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

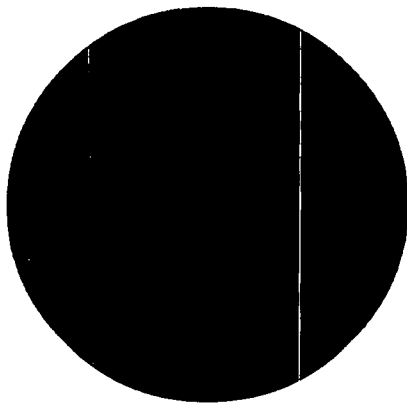
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Business Productivity Solutions, Inc.

Date Formed: 10/07/2004

Chapter Governed By: 302A

This certificate has been issued on 10/25/04.



Mary Kiffmeyer
Secretary of State.

IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATIONS SERVICES

Dear GE Capital Communication Services Customer

We are writing to share with you an exciting announcement regarding your GE Residential Long Distance service

Recently, GE Business Productivity Solutions, Inc. d/b/a GE Capital Communication Services and Eschelon Telecom, Inc. ("Eschelon") signed a definitive agreement whereby Eschelon will acquire the assets of the company, including the GE Residential Long Distance customers. The transaction is expected to become final on or around December 31, 2004, subject to customary regulatory approvals. Eschelon is an integrated communications provider of voice, data, Internet services and business telephone systems that serves over 38,000 customers. Eschelon is one of the fastest growing telecommunications companies in the nation and will continue to provide you with quality telecommunications services.

The combined company will bring together a wide range of expertise and resources while offering you the most complete line of high-quality, cost-effective products and services available. We will continue to support you with a team of highly-trained associates who will provide best-in-class customer service.

How will this affect your rates and services?

As stated above, we anticipate that the transfer of the GE Residential Long Distance customers will take place on or around December 31, 2004. **Prior to and immediately following the transfer, you will continue to receive the same services at the same rates, terms and conditions as you do now.** After the transaction has completed, your service will automatically be transferred to Eschelon's telecommunications subsidiary, Business Productivity Solutions, Inc. ("BPS"). You will not be charged any fees in connection with this transfer. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law. Of course, at any time you are free to select a new service provider. If, however, you have a GE Residential Long Distance term contract, you will still be responsible for any applicable early termination charges.

What are the next steps?

You don't have to do a thing! We will notify you after the transaction has been completed. We are confident that you will be completely satisfied with BPS and will receive the same high level of customer service and support that you have come to expect.

Please note. If you have placed a "freeze" on your GE Residential Long Distance services account to prevent an unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to Eschelon and BPS. At your request, BPS can reestablish freeze protection for you after the transfer.

We will do everything to help ensure that this transition is a smooth one. If you would like to see a copy of GE Residential Long Distance service rates and charges, please visit the website at www.gephonehome.com. If you have any questions or concerns regarding rates, billing statements, service needs, complaints or about the transfer of your service to BPS, please contact Customer Service at **1-866-789-8668**. We look forward to updating you on the progress of this transaction. We will provide additional details regarding invoice descriptions, contact information and remittance addresses as we approach the transfer date.

Thank you,

GE Capital Communication Services

Eschelon Telecom, Inc.